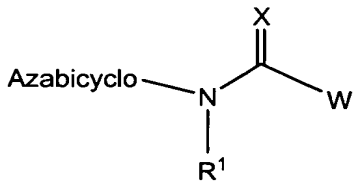
IN THE CLAIMS (37 CFR 1.121 Revised)

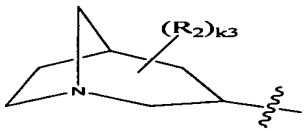
1. (previously presented) A compound of the Formula I:

Formula I



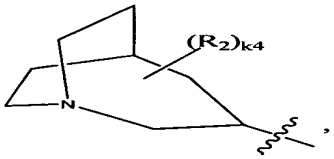
wherein Azabicyclo is

III

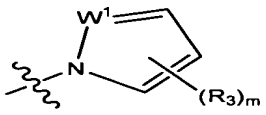


or

IV



W is



wherein W^1 is N or CH;

X is O or S;

R_1 is H, alkyl, halogenated alkyl, cycloalkyl, substituted phenyl, or substituted naphthyl;

R_2 is F, Cl, Br, I, alkyl, halogenated alkyl, substituted alkyl, cycloalkyl, or aryl;

k_3, and k_4 are independently 0, 1, or 2;

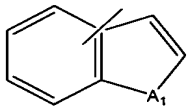
Each R_3 is independently F, Cl, Br, I, -CN, -NO_2, alkyl, halogenated alkyl, substituted alkyl, alkenyl, halogenated alkenyl, substituted alkenyl, alkynyl, halogenated alkynyl, substituted alkynyl, cycloalkyl, halogenated cycloalkyl, substituted cycloalkyl, heterocycloalkyl, halogenated heterocyloalkyl, substituted heterocycloalkyl, lactam heterocyclcoalkyl, aryl, R_7, R_9, -OR_{10}, -SR_{10}, -SOR_{10}, -SO_2R_{10}, -SCN, -$S(O)N(R_{10})_2$, -$S(O)_2N(R_{10})_2$, -$C(O)R_{10}$, -$C(O)_2R_{10}$, -$C(O)N(R_{10})_2$,

$C(R_{10})$=N-OR_{10}, -$NC(O)R_7$, -$NC(O)R_8$, -$NC(O)R_9$, -$N(R_{10})_2$, -$NR_{10}C(O)R_{10}$, -$NR_{10}S(O)_2R_{10}$, or two R_3 on adjacent carbon atoms may fuse to form a 6-membered unsaturated carbocyclic ring to give a 5-6 fused, bicyclic moiety where the 6-membered ring is optionally substituted with 1-3 substitutents selected from R_4;

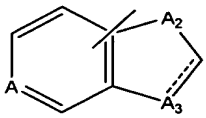
m is 0, 1, or 2;

R_4 is alkyl, alkenyl, alkynyl, cycloalkyl, heterocycloalkyl, halogenated alkyl, halogenated alkenyl, halogenated alkynyl, halogenated cycloalkyl, halogenated heterocycloalkyl, -OR_8, -SR_8, -$S(O)_2R_8$, -$S(O)R_8$, -$OS(O)_2R_8$, -$N(R_8)_2$, -$C(O)R_8$, -$C(S)R_8$, -$C(O)OR_8$, -CN, -$C(O)N(R_8)_2$, -$NR_8C(O)R_8$, -$S(O)_2N(R_8)_2$, -$NR_8S(O)_2R_8$, -NO_2, -$N(R_8)C(O)N(R_8)_2$, substituted alkyl, substituted alkenyl, substituted alkynyl, substituted cycloalkyl, substituted heterocycloalkyl, lactam heterocycloalkyl, phenyl, phenyl having 0-4 substituents independently selected from F, Cl, Br, I and R_{15}, naphthyl, naphthyl having 0-4 substituents independently selected from F, Cl, Br, I, or R_{15}, or two R_4 on adjacent carbon atoms may combine to form a three-ring-fused-5-6-6 system optionally substituted with up to 3 substituents independently selected from Br, Cl, F, I, -CN, -NO_2, -CF_3, -$N(R_8)_2$, -$N(R_8)C(O)R_8$, alkyl, alkenyl, and alkynyl;

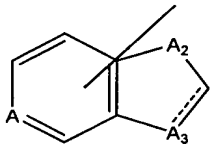
R_7 is 5-membered heteroaromatic mono-cyclic moieties containing within the ring 1-3 heteroatoms independently selected from the group consisting of -O-, -N-, -$N(R_{14})$-, and -S-, and having 0-1 substituent selected from R_{15}, and further having 0-3 substituents independently selected from F, Cl, Br, or I, or R_7 is 9-membered fused-ring moieties having a 6-membered ring fused to a 5-membered ring and having the formula



wherein A_1 is O, S, or NR_{14},



wherein A is CR_{17} or N, and each A_2 or A_3 is independently selected from CR_{17}, O, S, N, or NR_{14}, or



wherein A is CR_{17} or N, and each A_2 or A_3 is independently selected from CR_{17}, O, S, N, or NR_{14}, and, each 9-membered fused-ring moiety having 0-1 substituent selected from R_{15}, and further

having 0-3 substituent(s) independently selected from F, Cl, Br, or I, and having a bond directly or indirectly attached to the core molecule where valency allows in either the 6-membered or the 5-membered ring of the fused-ring moiety;

Each R_8 is independently H, alkyl, halogenated alkyl, substituted alkyl, cycloalkyl, halogenated cycloalkyl, substituted cycloalkyl, heterocycloalkyl, halogenated heterocycloalkyl, substituted heterocycloalkyl, phenyl, or phenyl substituted with 0-4 independently selected from F, Cl, Br, I, or R_{15};

R_9 is 6-membered heteroaromatic mono-cyclic moieties containing within the ring 1-3 heteroatoms selected from =N- and having 0-1 substituent selected from R_{15} and 0-3 substituent(s) independently selected from F, Cl, Br, or I, or R_9 is 10-membered heteroaromatic bi-cyclic moieties containing within one or both rings 1-3 heteroatoms selected from =N-, each 10-membered fused-ring moiety having 0-1 substituent selected from R_{15}, and 0-3 substituent(s) independently selected from F, Cl, Br, or I and having a bond directly or indirectly attached to the core molecule where valency allows;

Each R_{10} is independently H, alkyl, cycloalkyl, heterocycloalkyl, alkyl substituted with 1 substituent selected from R_{13}, cycloalkyl substituted with 1 substituent selected from R_{13}, heterocycloalkyl substituted with 1 substituent selected from R_{13}, halogenated alkyl, halogenated cycloalkyl, halogenated heterocycloalkyl, phenyl, or substituted phenyl;

Each R_{11} is independently H, alkyl, cycloalkyl, heterocyclo-alkyl, halogenated alkyl, halogenated cycloalkyl, or halogenated heterocycloalkyl;

R_{12} is $-NO_2$, -CN, alkyl, cycloalkyl, heterocycloalkyl, halogenated alkyl, halogenated cycloalkyl, halogenated heterocycloalkyl, substituted alkyl, substituted cycloalkyl, substituted heterocycloalkyl, $-OR_{11}$, $-SR_{11}$, $-N(R_{11})_2$, $-C(O)R_{11}$, $-C(O)N(R_{11})_2$, $-NR_{11}C(O)R_{11}$, $-S(O)_2N(R_{11})_2$, or $-NR_{11}S(O)_2R_{11}$;

R_{13} is $-OR_{11}$, $-SR_{11}$, $-N(R_{11})_2$, $-C(O)R_{11}$, $-SOR_{11}$, $-SO_2R_{11}$, $-C(O)N(R_{11})_2$, -CN, $-CF_3$, $-NR_{11}C(O)R_{11}$, $-S(O)_2N(R_{11})_2$, $-NR_{11}S(O)_2R_{11}$, or $-NO_2$;

R_{14} is independently H, alkyl, halogenated alkyl, limited substituted alkyl, cycloalkyl, halogenated cycloalkyl, substituted cycloalkyl, heterocycloalkyl, halogenated heterocycloalkyl, or substituted heterocycloalkyl;

R_{15} is alkyl, substituted alkyl, halogenated alkyl, $-OR_{11}$, -CN, $-NO_2$, $-N(R_{10})_2$;

R_{17} is H, alkyl, cycloalkyl, heterocycloalkyl, halogenated alkyl, halogenated cycloalkyl, halogenated heterocycloalkyl, R_{18}, $-OR_{11}$, $-SR_{11}$, $-N(R_{11})_2$, $-NR_{11}S(O)_2R_{11}$, F, Cl, Br, or I, or a bond directly or indirectly attached to the core molecule, provided that there is only one said bond to the core molecule within the 9-membered fused-ring moiety, further provided that the fused-ring moiety has 0-1 substituent selected from alkyl, cycloalkyl, heterocycloalkyl, halogenated alkyl, halogenated cycloalkyl, halogenated heterocycloalkyl, R_{18}, $-OR_{11}$, $-SR_{11}$, $-NR_{11}R_{11}$, $-C(O)R_{11}$,

$-NO_2$, $-C(O)NR_{11}R_{11}$, -CN, $-NR_{11}C(O)R_{11}$, $-S(O)_2NR_{11}R_{11}$, or $-NR_{11}S(O)_2R_{11}$, and further provided that the fused-ring moiety has 0-3 substituent(s) selected from F, Cl, Br, or I;
R_{18} is alkyl, cycloalkyl, heterocycloalkyl, any of which is substituted with 0-3 substituents independently selected from F, Cl, Br, or I and further substituted with 1 substituent selected from $-NO_2$, -CN, $-OR_{10}$, $-SR_{10}$, $-NR_{10}R_{10}$, $-C(O)R_{10}$, $-C(O)NR_{10}R_{10}$, $-NR_{10}C(O)R_{10}$, $-S(O)_2NR_{10}R_{10}$, $-NR_{10}S(O)_2R_{10}$, phenyl, or phenyl having 1 substituent selected from R_{15} and further having 0-3 substituents independently selected from F, Cl, Br, or I;
or pharmaceutically acceptable salt, racemic mixture, or pure enantiomer thereof.

2. (original) The compound of claim 1, wherein X is O.

3. (previously presented) The compound of claim 2, wherein R_1 is H, alkyl, or cycloalkyl, and wherein k_3 and k_4 are each 0 or 1, provided that when k_3 or k_4 is 1, each R_2 is independently lower alkyl, substituted lower alkyl, or halogenated lower alkyl.

4. (original) The compound of claim 3, wherein m is 0 or 1.

5. (canceled)

6. (previously presented) The compound of claim 5, where R_2 is lower alkyl, provided that k_3 or k_4 is 1, or k_3 and k_4 is 0.

7. (original) The compound of claim 6, wherein W^1 is N.

8. (previously presented) The compound of claim 7, wherein the compound is
N-(3R,5R)-1-azabicyclo[3.2.1]oct-3-yl-4-chloro-1H-pyrazole-1-carboxamide;
N-(3R,5R)-1-azabicyclo[3.2.1]oct-3-yl-4-bromo-1H-pyrazole-1-carboxamide;
N-(3R,5R)-1-azabicyclo[3.2.1]oct-3-yl-4-iodo-1H-pyrazole-1-carboxamide;
N-(3R,5R)-1-azabicyclo[3.2.1]oct-3-yl-4-methyl-1H-pyrazole-1-carboxamide;
N-(3R,5R)-1-azabicyclo[3.2.1]oct-3-yl-4-cyano-1H-pyrazole-1-carboxamide;
N-(3R,5R)-1-azabicyclo[3.2.1]oct-3-yl-4-(methylthio)-1H-pyrazole-1-carboxamide;
N-(3R,5R)-1-azabicyclo[3.2.1]oct-3-yl-4-thien-2-yl-1H-pyrazole-1-carboxamide;
N-(3R,5R)-1-azabicyclo[3.2.1]oct-3-yl-4-thien-3-yl-1H-pyrazole-1-carboxamide;
N-(3R,5R)-1-azabicyclo[3.2.1]oct-3-yl-4-pyridin-2-yl-1H-pyrazole-1-carboxamide;
N-(3R,5R)-1-azabicyclo[3.2.1]oct-3-yl-4-pyridin-3-yl-1H-pyrazole-1-carboxamide;
N-(3R,5R)-1-azabicyclo[3.2.1]oct-3-yl-4-phenyl-1H-pyrazole-1-carboxamide;
N-(3R,5R)-1-azabicyclo[3.2.1]oct-3-yl-4-(2-fluorophenyl)-1H-pyrazole-1-carboxamide;

N-(3R,5R)-1-azabicyclo[3.2.1]oct-3-yl-4-(3-fluorophenyl)-1H-pyrazole-1-carboxamide;
N-(3R,5R)-1-azabicyclo [3.2.1]oct-3-yl-4-(4-fluorophenyl)-1H-pyrazole-1-carboxamide;
N-(3R,5R)-1-azabicyclo[3.2.1]oct-3-yl-4-(2-chlorophenyl)-1H-pyrazole-1-carboxamide;
N-(3R,5R)-1-azabicyclo[3.2.1]oct-3-yl-4-(3-chlorophenyl)-1H-pyrazole-1-carboxamide;
N-(3R,5R)-1-azabicyclo [3.2.1]oct-3-yl-4-(4-chlorophenyl)-1H-pyrazole-1-carboxamide;
N-(3R,5R)-1-azabicyclo[3.2.1]oct-3-yl-4-(2-methylphenyl)-1H-pyrazole-1-carboxamide;
N-(3R,5R)-1-azabicyclo [3.2.1]oct-3-yl-4-(3-methylphenyl)-1H-pyrazole-1-carboxamide;
N-(3R,5R)-1-azabicyclo[3.2.1]oct-3-yl-4-(4-methylphenyl)-1H-pyrazole-1-carboxamide;
N-(3R,5R)-1-azabicyclo[3.2.1]oct-3-yl-4-(2-methoxyphenyl)-1H-pyrazole-1-carboxamide;
N-(3R,5R)-1-azabicyclo[3.2.1]oct-3-yl-4-(3-methoxyphenyl)-1H-pyrazole-1-carboxamide;
N-(3R,5R)-1-azabicyclo[3.2.1]oct-3-yl-4-(4-methoxyphenyl)-1H-pyrazole-1-carboxamide;
N-1-azabicyclo[3.2.2]non-3-yl-4-chloro-1H-pyrazole-1-carboxamide;
N-1-azabicyclo[3.2.2]non-3-yl-4-bromo-1H-pyrazole-1-carboxamide;
N-1-azabicyclo[3.2.2]non-3-yl-4-iodo-1H-pyrazole-1-carboxamide;
N-1-azabicyclo[3.2.2]non-3-yl-4-methyl-1H-pyrazole-1-carboxamide;
N-1-azabicyclo[3.2.2]non-3-yl-4-cyano-1H-pyrazole-1-carboxamide;
N-1-azabicyclo[3.2.2]non-3-yl-4-(methylthio)-1H-pyrazole-1-carboxamide;
N-1-azabicyclo[3.2.2]non-3-yl-4-thien-2-yl-1H-pyrazole-1-carboxamide;
N-1-azabicyclo[3.2.2]non-3-yl-4-thien-3-yl-1H-pyrazole-1-carboxamide;
N-1-azabicyclo[3.2.2]non-3-yl-4-pyridin-2-yl-1H-pyrazole-1-carboxamide;
N-1-azabicyclo[3.2.2]non-3-yl-4-pyridin-3-yl-1H-pyrazole-1-carboxamide;
N-1-azabicyclo[3.2.2]non-3-yl-4-phenyl-1H-pyrazole-1-carboxamide;
N-1-azabicyclo[3.2.2]non-3-yl-4-(2-fluorophenyl)-1H-pyrazole-1-carboxamide;
N-1-azabicyclo[3.2.2]non-3-yl-4-(3-fluorophenyl)-1H-pyrazole-1-carboxamide;
N-1-azabicyclo[3.2.2]non-3-yl-4-(4-fluorophenyl)-1H-pyrazole-1-carboxamide;
N-1-azabicyclo[3.2.2]non-3-yl-4-(2-chlorophenyl)-1H-pyrazole-1-carboxamide;
N-1-azabicyclo[3.2.2]non-3-yl-4-(3-chlorophenyl)-1H-pyrazole-1-carboxamide;
N-1-azabicyclo[3.2.2]non-3-yl-4-(4-chlorophenyl)-1H-pyrazole-1-carboxamide;
N-1-azabicyclo[3.2.2]non-3-yl-4-(2-methylphenyl)-1H-pyrazole-1-carboxamide;
N-1-azabicyclo[3.2.2]non-3-yl-4-(3-methylphenyl)-1H-pyrazole-1-carboxamide;
N-1-azabicyclo[3.2.2]non-3-yl-4-(4-methylphenyl)-1H-pyrazole-1-carboxamide;
N-1-azabicyclo[3.2.2]non-3-yl-4-(2-methoxyphenyl)-1H-pyrazole-1-carboxamide;
N-1-azabicyclo[3.2.2]non-3-yl-4-(3-methoxyphenyl)-1H-pyrazole-1-carboxamide;
N-1-azabicyclo[3.2.2]non-3-yl-4-(4-methoxyphenyl)-1H-pyrazole-1-carboxamide; or
a pharmaceutically acceptable salt thereof.

9. (previously presented) The compound of claim 8, wherein the compound is

N-[(3R,5R)-1-azabicyclo[3.2.1]oct-3-yl]-4-iodo-1H-pyrazole-1-carboxamide; or pharmaceutically acceptable salt thereof.

10. (original) The compound of claim 6, wherein W^1 is CH.

11. (previously presented) The compound of claim 10, wherein the compound is
N-(3R,5R)-1-azabicyclo[3.2.1]oct-3-yl-3-chloro-1H-pyrrole-1-carboxamide;
N-(3R,5R)-1-azabicyclo[3.2.1]oct-3-yl-3-bromo-1H-pyrrole-1-carboxamide;
N-(3R,5R)-1-azabicyclo[3.2.1]oct-3-yl-3-iodo-1H-pyrrole-1-carboxamide;
N-(3R,5R)-1-azabicyclo[3.2.1]oct-3-yl-3-methyl-1H-pyrrole-1-carboxamide;
N-(3R,5R)-1-azabicyclo[3.2.1]oct-3-yl-3-cyano-1H-pyrrole-1-carboxamide;
N-(3R,5R)-1-azabicyclo[3.2.1]oct-3-yl-3-(methylthio)-1H-pyrrole-1-carboxamide;
N-(3R,5R)-1-azabicyclo[3.2.1]oct-3-yl-3-thien-2-yl-1H-pyrrole-1-carboxamide;
N-(3R,5R)-1-azabicyclo[3.2.1]oct-3-yl-3-thien-3-yl-1H-pyrrole-1-carboxamide;
N-(3R,5R)-1-azabicyclo[3.2.1]oct-3-yl-3-pyridin-2-yl-1H-pyrrole-1-carboxamide;
N-(3R,5R)-1-azabicyclo[3.2.1]oct-3-yl-3-pyridin-3-yl-1H-pyrrole-1-carboxamide;
N-(3R,5R)-1-azabicyclo[3.2.1]oct-3-yl-3-phenyl-1H-pyrrole-1-carboxamide;
N-(3R,5R)-1-azabicyclo[3.2.1]oct-3-yl-3-(2-fluorophenyl)-1H-pyrrole-1-carboxamide;
N-(3R,5R)-1-azabicyclo[3.2.1]oct-3-yl-3-(3-fluorophenyl)-1H-pyrrole-1-carboxamide;
N-(3R,5R)-1-azabicyclo[3.2.1]oct-3-yl-3-(4-fluorophenyl)-1H-pyrrole-1-carboxamide;
N-(3R,5R)-1-azabicyclo[3.2.1]oct-3-yl-3-(2-chlorophenyl)-1H-pyrrole-1-carboxamide;
N-(3R,5R)-1-azabicyclo[3.2.1]oct-3-yl-3-(3-chlorophenyl)-1H-pyrrole-1-carboxamide;
N-(3R,5R)-1-azabicyclo[3.2.1]oct-3-yl-3-(4-chlorophenyl)-1H-pyrrole-1-carboxamide;
N-(3R,5R)-1-azabicyclo[3.2.1]oct-3-yl-3-(2-methylphenyl)-1H-pyrrole-1-carboxamide;
N-(3R,5R)-1-azabicyclo[3.2.1]oct-3-yl-3-(3-methylphenyl)-1H-pyrrole-1-carboxamide;
N-(3R,5R)-1-azabicyclo[3.2.1]oct-3-yl-3-(4-methylphenyl)-1H-pyrrole-1-carboxamide;
N-(3R,5R)-1-azabicyclo[3.2.1]oct-3-yl-3-(2-methoxyphenyl)-1H-pyrrole-1-carboxamide;
N-(3R,5R)-1-azabicyclo[3.2.1]oct-3-yl-3-(3-methoxyphenyl)-1H-pyrrole-1-carboxamide;
N-(3R,5R)-1-azabicyclo[3.2.1]oct-3-yl-3-(4-methoxyphenyl)-1H-pyrrole-1-carboxamide;
N-1-azabicyclo[3.2.2]non-3-yl-3-chloro-1H-pyrrole-1-carboxamide;
N-1-azabicyclo[3.2.2]non-3-yl-3-bromo-1H-pyrrole-1-carboxamide;
N-1-azabicyclo[3.2.2]non-3-yl-3-iodo-1H-pyrrole-1-carboxamide;
N-1-azabicyclo[3.2.2]non-3-yl-3-methyl-1H-pyrrole-1-carboxamide;
N-1-azabicyclo[3.2.2]non-3-yl-3-cyano-1H-pyrrole-1-carboxamide;
N-1-azabicyclo[3.2.2]non-3-yl-3-(methylthio)-1H-pyrrole-1-carboxamide;
N-1-azabicyclo[3.2.2]non-3-yl-3-thien-2-yl-1H-pyrrole-1-carboxamide;
N-1-azabicyclo[3.2.2]non-3-yl-3-thien-3-yl-1H-pyrrole-1-carboxamide;

N-1-azabicyclo[3.2.2]non-3-yl-3-pyridin-2-yl-1H-pyrrole-1-carboxamide;
N-1-azabicyclo[3.2.2]non-3-yl-3-pyridin-3-yl-1H-pyrrole-1-carboxamide;
N-1-azabicyclo[3.2.2]non-3-yl-3-phenyl-1H-pyrrole-1-carboxamide;
N-1-azabicyclo[3.2.2]non-3-yl-3-(2-fluorophenyl)-1H-pyrrole-1-carboxamide;
N-1-azabicyclo[3.2.2]non-3-yl-3-(3-fluorophenyl)-1H-pyrrole-1-carboxamide;
N-1-azabicyclo[3.2.2]non-3-yl-3-(4-fluorophenyl)-1H-pyrrole-1-carboxamide;
N-1-azabicyclo[3.2.2]non-3-yl-3-(2-chlorophenyl)-1H-pyrrole-1-carboxamide;
N-1-azabicyclo[3.2.2]non-3-yl-3-(3-chlorophenyl)-1H-pyrrole-1-carboxamide;
N-1-azabicyclo[3.2.2]non-3-yl-3-(4-chlorophenyl)-1H-pyrrole-1-carboxamide;
N-1-azabicyclo[3.2.2]non-3-yl-3-(2-methylphenyl)-1H-pyrrole-1-carboxamide;
N-1-azabicyclo[3.2.2]non-3-yl-3-(3-methylphenyl)-1H-pyrrole-1-carboxamide;
N-1-azabicyclo[3.2.2]non-3-yl-3-(4-methylphenyl)-1H-pyrrole-1-carboxamide;
N-1-azabicyclo[3.2.2]non-3-yl-3-(2-methoxyphenyl)-1H-pyrrole-1-carboxamide;
N-1-azabicyclo[3.2.2]non-3-yl-3-(3-methoxyphenyl)-1H-pyrrole-1-carboxamide;
N-1-azabicyclo[3.2.2]non-3-yl-3-(4-methoxyphenyl)-1H-pyrrole-1-carboxamide; or a pharmaceutically acceptable salt thereof.

12 - 25. (canceled)

26. (original) A pharmaceutical composition comprising a compound of claim 1 and a pharmaceutically acceptable excipient.

27 - 37. (canceled)